

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u>,	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline: 6/27/05
	)	Hearing Date: Scheduled if Necessary

**NOTICE OF FILING OF
ELEVENTH MONTHLY INTERIM APPLICATION OF PHILLIPS,
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF APRIL 1, 2005 THROUGH APRIL 30, 2005**

TO: (1) The Debtors; (2) counsel to the Debtors; (3) Office of the U.S. Trustee
(4) Counsel to the Official Committee of Asbestos Personal Injury Claimants;
(5) Counsel to the Official Committee of Asbestos Property Damage Claimants;
(6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors
in Possession Lender; and (8) the Fee Auditor

Objections or responses to the Application, if any, must be made in writing and filed with
the United States Bankruptcy court for the District of Delaware, Marine Midland Plaza, 824
North Market Street, 3rd Floor, Wilmington, DE 19801, on or before **June 27, 2005**.

At the same time, you must also serve a copy of the objection or response upon the
following:

**Co-counsel to David T. Austern,
Future Claimants Representative**
Roger Frankel, Esquire
Richard Wyron, Esquire
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007

John C. Phillips, Jr., Esquire
Phillips, Goldman & Spence, P.A.
1200 North Broom Street
Wilmington, DE 19806

Co-counsel to the Debtors

David M. Bernick, Esquire
Kirkland & Ellis, LLP
200 East Randolph Drive
Chicago, IL 60601

Laura Davis Jones, Esquire
Pachulski, Stang, Ziehl, Young & Jones, P.C.
919 North Market Street, Suite 1600
Wilmington, DE 19801

**Co-counsel to Official Committee
of Unsecured Creditors**

Lewis Kruger, Esquire
Strook & Strook & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982

Michael R. Lastowski, Esquire
Duane Morris, LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801

**Co-counsel to Official Committee of Asbestos
Property Damage Claimants**

Scott L. Baena, Esquire
Blizin, Sumber, Dunn, Baena, Rocie & Axelrod
First Union Financial Center
200 South Biscayne Boulevard, Suite 2500
Miami, FL 33131

Michael B. Joseph, Esquire
Ferry & Joseph, P.A.
824 North Market Street, Suite 904
P.O. Box 1351
Wilmington, DE 19899-1351

**Co-counsel to Official Committee
to Asbestos Personal Injury Claimants**

Elihu Inselbuch, Esquire
Caplin & Drysdale
399 Park Avenue, 36th Floor
New York, NY 10022

Mark Hurford, Esquire
Campbell & Levine, LLC
Chase Manhattan Centre, 15th Floor
1201 Market Street, Suite 1500
Wilmington, DE 19801

Co-counsel to DIP Lender

J. Douglas Bacon, Esquire
Latham & Watkins
Sears Tower, Suite 5800
Chicago, IL 60606

Steven M. Yoder, Esquire
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899

**Counsel to Official Committee
of Equity Holders**

Thomas Moers Mayer, Esquire
Kramer Levin Naftalis & Frankel, LLP
919 Third Avenue
New York, NY 10022

Counsel to the U.S. Trustee

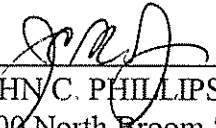
Office of the U.S. Trustee
Frank J. Perch, Esquire
844 King Street, Suite 2313
Lockbox 35
Wilmington, DE 19801-3519

Fee Auditor

Warren H. Smith
Warren H. Smith and Associates
Republic Center
325 North St. Paul, Suite 4080
Dallas, TX 75201

Any questions regarding this Notice or its attachments may be directed to undersigned counsel.

PHILLIPS, GOLDMAN & SPENCE, P.A.



JOHN C. PHILLIPS, JR., ESQUIRE (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200
(302) 655-4210
Local Counsel to David T. Austern, Future
Claimants' Representative

Date: June 6, 2005

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u>,	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline: 6/27/05
	)	Hearing Date: Scheduled if Necessary

**COVER SHEET
ELEVENTH MONTHLY INTERIM APPLICATION OF PHILLIPS,
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF APRIL 1, 2005 THROUGH APRIL 30, 2005**

Name of Applicant: Phillips, Goldman & Spence, P.A. ("PG&S")

Authorized to Provide Professional Services to: David T. Austern, Future Claimants' Representative (the "FCR")

Date of Retention PG&S Retention Order entered September 27, 2004

Period for which Compensation is Sought: April 1, 2005 through April 30, 2005

Amount of Compensation (100%) sought as actual, reasonable, and necessary: \$4,910.00

80% of Fees to be Paid: \$3,928.00

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$195.51

Total Fees @ 80% and Expenses: \$4,123.51

This is an: X interim monthly final application

The total time expended in preparation and filing of previous fee monthly and quarterly applications for Phillips, Goldman & Spence, P.A. during this time period was 4.8 hours and the corresponding fees are \$910.00. The time spent for this interim fee application will be requested in subsequent monthly interim applications.

PREVIOUS APPLICATIONS

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees + Costs Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 st Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549	\$5,034.50	\$0.00	Filed 10.27.04 Dkt No. 6751	\$4,027.60	\$1,006.90	\$4,027.60
1 st Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt. No. 6752	\$5,034.50	\$0.00	Filed 11.19.04 Dkt No. 6696	N/A	\$1,006.90	1,006.90
2 nd Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550	\$2,619.00	\$852.87	Filed 11.11.04 Dkt No. 6883	\$2,948.07	\$523.80	\$2,948.07
3 rd Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. 6569	\$3,110.00	\$450.36	Filed 11.11.04 Dkt No. 6884	\$2,938.36	\$622.00	\$2,938.36
4 th Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt. No. 6783	\$5,034.50	\$419.64	Filed 11.19.04 Dkt No. 6997	\$4,526.84	\$1,026.80	\$4,526.84
2 nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940	\$10,863.00	\$1,722.87	Filed 3.9.05 Dkt No. 7997	N/A	\$2,187.60	\$2,187.60
5 th Monthly Application 10.1.04-10.31.02 Filed 11.29.04 Dkt. No. 7041	\$6,273.00	\$582.11	Filed 12.21.04 Dkt No. 7278	\$5,600.51	\$1,254.60	\$5,600.51
6 th Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370	\$7,128.00	\$249.55	Filed 1.28.05 Dkt No. 7643	\$5,951.95	\$1,425.60	\$5,951.95
7 th Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644	\$7,245.00	\$186.54	Filed 2.28.05 Dkt No. 7917	\$5,982.54	\$1,449.00	\$5,982.54
3 rd Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt. No. 7783	\$20,646.00	\$1,018.20	Filed Dkt No.	N/A	\$4,129.20	N/A

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees + Costs Paid or To be Paid	Amount of Holdback Fees	Amount Paid
8 th Monthly Application 1.1.05-1.31.05 Filed 2.28.05 Dkt No. 7918	\$9,247.00	\$2,039.47	Filed 3.29.05 Dkt No. 8135	\$9,437.07	\$1,850.00	\$9,437.07
9 th Monthly Application 2.2.05-2.28.05 Filed 4.8.05 Dkt No. 8191	\$3,373.00	\$164.44	Filed 4.25.05 Dkt No. 8284	\$2,862.84	\$674.60	\$2,862.84
4 th Quarterly Application 1.1.05-3.31.05 Filed 4.29.05 Dkt No. 8303	\$16,747.50	\$2,665.29	Filed Dkt No	N/A	\$6,653.80	N/A
10 th Monthly Application 3.1.05-3.31.05 Filed 4.26.05 Dkt No. 8285	\$4,127.50	\$461.38	Filed 6.6.05 Dkt No	\$3,763.38	825.00	

CURRENT COMPENSATION SUMMARY

APRIL 1, 2005 THROUGH APRIL 30, 2005

Name of Professional Person	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
John C. Phillips, Jr.	Director/14years/1974/ litigation/bankruptcy	350.00	10.50	3,675.00
Celeste A. Hartman	Sr. Paralegal/8 years/20 years prior experience	130.00	9.50	1235.00
Grand Total:				\$4,910.00
Blended Rate:				\$245.50


COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	1.50	\$195.00
Litigation	8.70	\$3,045.00
Fee/Employment Applications	9.80	\$1,670.00
Total		\$4,910.00

EXPENSE SUMMARY

Expense Category	Service Provider	Total Expenses
Long Distance Phone Charges	N/A	2.28
Postage	N/A	16.59
Overnight Courier	Federal Express	147.84
Photocopies (15¢ per page)	N/A	22.80
Parking Reimbursement	John C. Phillips, Jr.	6.00
Total		195.51

PHILLIPS, GOLDMAN & SPENCE, P.A.



 JOHN C. PHILLIPS, JR., ESQUIRE (#110)
 1200 North Broom Street
 Wilmington, DE 19806
 (302) 655-4200
 (302) 655-4210
 Local Counsel to David T. Austern, as Future
 Claimants' Representative

Date: June 6, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u>,	)	(Jointly Administered)
)	
Debtors.)	
)	

VERIFICATION OF JOHN C. PHILLIPS, JR.


State of Delaware :
: ss
New Castle County :

John C. Phillips, Jr., after being duly sworn according to law, deposes and says:

1. I am senior director of the applicant law firm Phillips, Goldman & Spence, P.A. ("PG&S") and am a member in good standing of the Delaware Bar Association and am authorized to appear before this Court.


2. I am familiar with the work performed on behalf of David T. Austern as Future Claimants' Representative by the lawyers, legal assistants, and other professionals of PG&S as set forth in the attached invoices.

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order, and I believe the Application to be in compliance therewith.



JOHN C. PHILLIPS, JR., ESQUIRE (#110)
Co-counsel to David T. Austern,

SWORN AND SUBSCRIBED TO BEFORE ME THIS 6th DAY OF JUNE 2005.



Notary Public
My commission expires: _____
ANN MARIE MILLER
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Nov. 18, 2005

EXHIBIT A

PHILLIPS, GOLDMAN & SPENCE, P.A.

INVOICES BY TIME AND INDIVIDUAL

FOR THE TIME PERIOD
APRIL 1, 2005
THROUGH APRIL 30, 2005

Phillips, Goldman & Spence, P.A.
1200 N. Broom Street
Wilmington, DE 19806
(302) 655-4200
EI #: 51-0328786

June 2, 2005

Swidler Berlin, LLP
Richard H. Wyron
3000 K. Street, NW
Suite 300
Washington DC 20007

File WRG-AUS/JCP
Invoice number 57380

Re: W. R. Grace & Co.
David T. Austern
Case No.: 01-01139 (RLB)

Subtotal for FEES only: 04/30/05	\$4,910.00
Subtotal for COSTS only: 04/30/05	\$195.51

CURRENT PERIOD FEES AND COSTS: 04/30/05	\$5,105.51

Please remit duplicate copy with payment. Thank you.

Phillips, Goldman & Spence, P.A.

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June 2, 2005

Swidler Berlin, LLP

File WRG-AUS/JCP
Invoice number 57380Re: W. R. Grace & Co.
David T. Austern

SERVICES	HOURS	AMOUNT
FEE/EMPLOYMENT APPLICATIONS	9.8	1,670.00
CASE ADMINISTRATION	1.5	195.00
LITIGATION	8.7	3,045.00
	-----	-----
Subtotal for FEES only: 04/30/05	20.0	\$4,910.00
	-----	-----

RATE	SUMM	HOURS				
350.00	JCP	10.50	10.50	3,675.00	0.00	0.00
130.00	CAH	9.50	9.50	1,235.00	0.00	0.00
		-----	-----	-----	-----	-----
Totals		20.00	20.00	4,910.00	0.00	0.00

Sort Fields:
Grouping code (Paginate)
Client code
Actual employee code (Subtotals)
Transaction date

Range Fields:
Client code I WRG - WRG
Invoice Number I 57380 - 57380

CI	Code	Grouping code	description	Act Emp	Trans Date	Transaction description	Billable Hours	Billable Grp Dollars Cd
WRG		CASE ADMINISTRATION	CAH 04/04/05 Update and download docket.	0.20			26.00	Ca
WRG		CASE ADMINISTRATION	CAH 04/06/05 Update docket to system.	0.20			26.00	
WRG		CASE ADMINISTRATION	CAH 04/20/05 Update docket to system and email Notice of Withdrawal to D. Fullen.	0.30			39.00	
WRG		CASE ADMINISTRATION	CAH 04/22/05 Email (2x) about filings for Austern.	0.20			26.00	
WRG		CASE ADMINISTRATION	CAH 04/25/05 Merge original signatures into filed documents.	0.20			26.00	
WRG		CASE ADMINISTRATION	CAH 04/29/05 Update docket to system.	0.20			26.00	
WRG		CASE ADMINISTRATION	CAH 04/29/05 Merge original signatures into filed documents.	0.20			26.00	

1.50	195.00
1.50	195.00

Cl Code	Grouping code	description	Act Emp	Trans Date	Transaction description	Billable Hours	Billable Dollars	Grp Cd
WRG	LITIGATION	JCP 04/04/05 Review of miscellaneous pleadings; review of Joint (Property Damage Committee, Personal Injury Committee, Debtor and Sealed Air) Motion to Approve, Authorize and Implement Settlement Agreement (voluntuous).				0.40	140.00	Li
WRG	LITIGATION	JCP 04/05/05 Review of miscellaneous pleadings; review of Pacificorp's and Vancott's Reply to Debtor's Objection to Their Late Filed Claims.				0.40	140.00	
WRG	LITIGATION	JCP 04/06/05 Review of miscellaneous pleadings.				0.10	35.00	
WRG	LITIGATION	JCP 04/07/05 Review of miscellaneous pleadings.				0.10	35.00	
WRG	LITIGATION	JCP 04/08/05 Review of miscellaneous pleadings; review of Property Damage Committee's Objection to Debtors' and St. Paul's Joint Stipulation and Consent Order; review of Property Damage Committee's Objection to Debtors' Motion to Employ Cahill Gordon.				0.40	140.00	
WRG	LITIGATION	JCP 04/11/05 Review of miscellaneous pleadings; review of Solow's Response to Debtor's Motion to Approve St. Paul Stipulation and Employ Cahill Gordon; review of Opposition to Personal Injury Committee's Motion to Employ Anderson Kill.				0.50	175.00	
WRG	LITIGATION	JCP 04/12/05 Review of Notice of Change of Address (.1); memorandum to Paralegal (.1); review of Debtors' Motion to Employ Beveridge and Diamond (.2); review of Debtors' Motion for Order Approving Hatco Site Settlement (.1); review of miscellaneous pleadings and Order (.1).				0.60	210.00	
WRG	LITIGATION	JCP 04/13/05 Review of miscellaneous pleadings and 2 Orders.				0.10	35.00	
WRG	LITIGATION	JCP 04/14/05 Review of miscellaneous pleadings and 2 Orders; review of Notice of Deposition for Bubnovich and Vanderslice.				0.20	70.00	
WRG	LITIGATION	JCP 04/15/05 Review of miscellaneous pleadings.				0.10	35.00	
WRG	LITIGATION	JCP 04/18/05 Review of miscellaneous pleadings (.2); review of Personal Injury Committee's Motion for leave to File a Reply re: retention of Anderson Kill (.2); review of Reply (.1); review of various Orders (.1); review of Agenda for 04/25/05 Hearing (.1); review of Certification of Counsel for Debtors re: revised Order for Festa Retention (.1).				0.80	280.00	
WRG	LITIGATION	JCP 04/21/05 Review of Property Damage and Personal Injury Committee's Supplemental Objection to Festa's Employment Agreement				0.30	105.00	
WRG	LITIGATION	JCP 04/22/05 Review of miscellaneous pleadings; review of Amended Agenda for 4/25/05 Hearing; review of Debtors' Response to Renewed Motion re: SAC settlement.				0.40	140.00	
WRG	LITIGATION	JCP 04/25/05 Review of Amended Agenda for 4/25/05 Hearing (.2); phone conference with Roger Frankel (.5); court appearance re:				3.90	1,365.00	

WRG-AUS

LEGALMASTER MIRC For Transactions
-Fees-

06/02/05 Page 3

Cl Code	Grouping code	description	Act Emp Date	Trans Transaction description	Billable Hours	Billable Dollars	Grp Cd
WRG	LITIGATION		JCP	04/26/05 Review of miscellaneous pleadings.	0.10	35.00	
WRG	LITIGATION		JCP	04/27/05 Review of miscellaneous pleadings (voluminous); review of Notice of Docketing of Airgood Appeal of Order Appointing Austern to Pursue Avoidance Actions.	0.20	70.00	
WRG	LITIGATION		JCP	04/28/05 Review of miscellaneous pleadings.	0.10	35.00	
					8.70	3,045.00	
					8.70	3,045.00	

Cl Code	Grouping code	description	Act Emp	Trans Date	Transaction description	Billable Hours	Billable Dollars	Grp Cd
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/04/05	Download and file Certificate of No Objection for Swidler Berlin and CIBC January Fee Applications.	0.30	39.00	fa
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/08/05	Download, print and file 10th interim Fee Application for Swidler Berlin.	0.30	39.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/08/05	Draft 9th Fee Application for February for Phillips, Goldman & Spence.	0.80	104.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/08/05	File and serve 9th Fee Application for Phillips, Goldman & Spence.	0.20	26.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/13/05	Download and print quarterly Fee Application for CIBC World Markets; create service list and forward to John C. Phillips, Jr. for signature.	0.30	39.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/14/05	File and serve quarterly Fee Application for CIBC.	0.30	39.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/14/05	Format and download corrected CIBC Fee Application; scan and file same after being revied by John C. Phillips, Jr.	0.40	52.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/19/05	Draft Certificate of Withdrawl for CIBC 3rd quarterly Fee Applications.	0.60	78.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/22/05	Review of and revuse prebill for Fee Application.	0.20	26.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/22/05	Conference with D. Fullen on withdrawl of documents.	0.30	39.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/22/05	Scan, print and file 8th and 9th Fee Applications for CIBC.	0.60	78.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/22/05	Scan and file Certificate of Withdrawl of CIBC number.	0.50	65.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/25/05	Download and file January, February and March Fee Application of Davyd Austern.	0.50	65.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/25/05	Draft Certificate of No Objection for Phillips, Goldman & Spence 02/05 Fee Application.	0.30	39.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/25/05	Draft 03/05 Fee Application for Phillips, Goldman & Spence.	0.60	78.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/26/05	Scan and file Certificate of No Objection for 02/05 Phillips, Goldman & Spence Fee Application and 03/05 Fee Application; serve same.	0.40	52.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/27/05	Pull information for 10th quarterly Fee Application and draft same.	0.40	52.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/29/05	Complete Phillips, Goldman & Spence 4th quarterly Fee Application and forward to John C. Phillips, Jr. for review.	0.60	78.00	
WRG		FEE/EMPLOYMENT APPLICATIONS	CAH	04/29/05	Download and file 11th Fee Application for Swidler Berlin.	0.40	52.00	

8.00 1,040.00

CI Code	Grouping code description	Act Emp	Trans Date	Transaction description	Billable Hours	Billable Dollars	GFP Cd
WRG	FEE/EMPLOYMENT APPLICATIONS	JCP	04/08/05	Review of, revise and execute Phillips, Goldman & Spence 9th Monthly Fee Application; conference with Celeste A. Hartman.	0.40	140.00	fa
WRG	FEE/EMPLOYMENT APPLICATIONS	JCP	04/13/05	Review of, revise and execute CIBC's 3rd Quarterly Fee Application; conference with Celeste A. Hartman.	0.30	105.00	
WRG	FEE/EMPLOYMENT APPLICATIONS	JCP	04/14/05	Review of and execute CIBC's Corrected 3rd Quarter Fee Application; conference with Celeste A. Hartman.	0.20	70.00	
WRG	FEE/EMPLOYMENT APPLICATIONS	JCP	04/25/05	Review of, revise and execute Certificate of No Objection for Phillips, Goldman & Spences' 9th Monthly Fee Application; review of, revise and execute Phillips, Goldman & Spences' 10th Monthly Fee Application; conference with Celeste A. Hartman.	0.50	175.00	
WRG	FEE/EMPLOYMENT APPLICATIONS	JCP	04/29/05	Review of, revise and execute Phillips, Goldman & Spences' 4th Quarterly Fee Application; conference with Celeste A. Hartman.	0.40	140.00	
					1.80	630.00	
					9.80	1,670.00	
					20.00	4,910.00	

48 records printed.

EXHIBIT B

PHILLIPS, GOLDMAN & SPENCE, P.A.

EXPENSE RECORDS

**FOR THE TIME PERIOD
APRIL 1, 2005
THROUGH APRIL 30, 2005**

Phillips, Goldman & Spence, P.A.

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June 2, 2005

Swidler Berlin, LLP

File WRG-AUS/JCP
Invoice number 57380

Re: W. R. Grace & Co.
David T. Austern

COSTS ADVANCED

04/01/05	Federal Express	147.84
04/01/05	Long distance phone charges	2.28
04/08/05	Postage	16.59
04/08/05	Photocopies	22.80
04/29/05	Check No.: 27883 - John C. Phillips, Jr. - parking.	6.00

Subtotal for COSTS only: 04/30/05 \$195.51

PAYMENTS/ADJUSTMENTS

05/25/05	56600	Check No.: 43825 - W.R. Grace & Co.	2,862.84CR
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Subtotal for PAYMENTS/ADJUSTMENTS: \$2,862.84CR

CERTIFICATE OF SERVICE

I, CELESTE A. HARTMAN, Senior Paralegal, do hereby certify that I am over the age of 18, and that on June 6, 2005, I caused the *Notice, Cover Sheet to the Eleventh Monthly Interim Application of Phillips, Goldman & Spence, P.A. , Local Bankruptcy Counsel to David T. Austern, Future Claimant's Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period April 1, 2005 through April 30, 2005*, be served upon those persons as shown on the attached Service List in the manner set forth.

Under penalty of perjury, I certify the foregoing to be true and correct.



CELESTE A. HARTMAN

Hand Delivery and E-mail: ljones@pszyj.com

(Local Counsel to the Debtors)

Laura Davis Jones, Esquire

Pachulski, Stang, Ziehl, Young & Jones, P.C.

919 North Market Street, Suite 1600

Wilmington, DE 19801

Via First Class U.S. Mail

Vito L. DiMaio

Parcels, Inc.

P.O. Box 27

4 East 7th Street,

Wilmington, DE 19899

(Counsel to the U.S. Trustee)

Office of the U.S. Trustee

Frank J. Perch, Esquire

844 King Street, Suite 2313

Lockbox 35

Wilmington, DE 19801-3519

Via Hand Delivery

E-mail: james_kapp@chicago.kirkland.com

(Counsel to the Debtors)

James Kapp, III, Esquire

Kirkland & Ellis, LLP

Via Federal Express and E-mail: feeaudit@whsmithlaw.com

(Fee Auditor)

Warren H. Smith, Warren H. Smith and Associates

Republic Enter

325 North St. Paul, Suite 4080

Dallas, TX 75201

Via Federal Express and E-mail: william.sparks@grace.com

(Debtor)

David B. Siegel

W.R. Grace and Co.

7500 Grace Drive

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